

1           Q.   Did he indicate to you why the site was  
2   selected?

3           A.   I don't recall.

4           Q.   Did he indicate to you who negotiated for  
5   the site?

6           A.   It was my understanding that he did.

7           Q.   And do you recall any discussion of the  
8   nature of the agreement, whether it was a purchase of  
9   the land or an option to purchase land or anything of  
10   that nature?

11          A.   I don't recall.

12          Q.   Turning to Exhibit 2 of the application  
13   form in the second paragraph of that exhibit there is  
14   a reference to the fact that you and Mr. Gilbert and  
15   Mr. Haag were principals of the licensee of certain  
16   radio stations. Do you recall when -- well, strike  
17   that.

18                   Were you an owner of those stations?

19          A.   Yes.

20          Q.   And were Mr. Gilbert and Mr. Haag co-owners  
21   with you?

22          A.   Yes.

1 Q. Do you recall approximately when those  
2 stations were owned?

3 A. It was many years ago. It probably was  
4 into the late 70's or early 80's, but again, I'm very  
5 vague as to the particular dates we owned the  
6 station. It was for a period of years. I had  
7 forgotten these.

8 Q. Were these stations purchased from other  
9 companies?

10 A. Yes. May I look for just a moment?

11 Q. Sure.

12 A. The one in Florida, the last one was a  
13 station that we started. We brought that one on the  
14 air. The other stations were stations that we  
15 purchased.

16 Q. So I take it you were a party to an  
17 application for a new station in Goulds, Florida?

18 A. I'm not sure if I was a party to the  
19 original application or if I came into it shortly  
20 after it was granted. I may have been a party to the  
21 application.

22 Q. Do you know if Mr. Gilbert was a party to

1 that original application?

2 A. I'm not certain.

3 Q. How about Mr. Haag?

4 A. I don't know.

5 Q. Do you know if they --

6 A. As I say, we all may have been a party  
7 right at the beginning. The man who applied for it  
8 initially as a principal passed away and I don't know  
9 whether he applied for it individually or whether we  
10 joined him in the initial application.

11 Q. Do you recall approximately when these  
12 stations were sold?

13 A. I do not.

14 Q. But it was well prior to the formation of  
15 the Adams Communications group?

16 A. Yes.

17 Q. The cover page for the application  
18 indicates that it was filed on behalf of Adams by the  
19 law firm of Bechtel & Cole. Were you involved in  
20 selecting that law firm to represent Adams  
21 Communications?

22 A. No.

1 Q. Do you know who was?

2 A. Mr. Gilbert was.

3 Q. And in Exhibit 3 to the application there's  
4 a reference in the third paragraph to American  
5 National Bank and Trust Company of Chicago. Were you  
6 involved in selecting that group or that bank to loan  
7 funds to the group?

8 A. No.

9 Q. Do you do business with that bank?

10 A. No. Yes, I have a personal account there.

11 Q. There is a reference to John Q. McKinnen of  
12 that bank. Have you ever had dealings with  
13 Mr. McKinnen?

14 A. Yes.

15 Q. In what connection?

16 A. We considered bringing my corporate  
17 business from the business that I am chairman of into  
18 American National. I met with John McKinnen on a  
19 couple of occasions.

20 Q. What's his role at the bank?

21 A. He is currently president. He was vice  
22 president at the time.

1           Q.    But you were not involved in any  
2   discussions on behalf of Adams Communications with  
3   the bank?

4           A.    None.

5           Q.    Do you manage the funds of Adams  
6   Communications?

7           A.    No.

8           Q.    Who does?

9           A.    I don't know.

10          Q.    Do you receive requests for capital  
11   contributions from time to time?

12          A.    I do.

13          Q.    Who do those come from?

14          A.    The firm of Holleb & Coff, and I think they  
15   originate with Howard Gilbert.

16          Q.    Have you ever seen the Articles of  
17   Incorporation of Adams Communications?

18          A.    I don't recall. I may have signed them.

19               MR. COLE:   Excuse me. Can we go off the  
20   record.

21               (Discussion off the record.)

22          Q.    How about the bylaws of the company, have

1 you ever seen the bylaws?

2 A. Not to my knowledge.

3 Q. Apart from the articles and bylaws, do you  
4 know if there are any other documents relating to the  
5 organization or management of Adams Communications?

6 A. I don't recall any.

7 Q. Do you recall any shareholders agreement  
8 among the shareholders of Adams Communications?

9 A. I do not.

10 Q. Do you know if there are any agreements  
11 relating to contingent or nonvested ownership  
12 interest in Adams Communications, such as options,  
13 warrants, pledges?

14 A. To the best of my knowledge, there are  
15 none. I'm not aware of any.

16 Q. In the second paragraph of Exhibit 3  
17 there's a reference to a budget of \$4.5 million, were  
18 you involved in arriving at that estimate?

19 A. No.

20 Q. Do you know who was?

21 A. No.

22 Q. Was that estimate discussed with you at any

1 time?

2 A. Not that I can recall.

3 Q. Do you recall if the bank referenced here  
4 issued a loan commitment as opposed to an expression  
5 of interest in making this loan?

6 A. I don't know.

7 Q. Have you ever seen a document from the bank  
8 related to this?

9 A. No.

10 Q. The last sentence in that exhibit mentions  
11 that Adams shareholders have committed to contribute  
12 funds as necessary during the prosecution of the  
13 application. Do you know if that's true?

14 A. I know I was willing to contribute my  
15 share.

16 Q. Was that ever put in writing?

17 A. No.

18 Q. Were you ever asked to provide a balance  
19 sheet or other evidence of your financial ability to  
20 make those contributions?

21 A. I believe I was asked to submit a financial  
22 statement someplace along the line.

1 Q. Who asked you to do so?

2 A. Mr. Gilbert.

3 Q. What was the nature of the financial  
4 statement?

5 A. It was a personal net worth statement or  
6 statement regarding my own individual finances.

7 Q. Was that back in 1994 or more recently?

8 A. I think that's when it was, 1994, whenever  
9 it was required. It would have been approximately  
10 that time.

11 Q. Did you provide such a statement?

12 A. I believe I did.

13 Q. In writing or orally?

14 A. It would have been in writing.

15 MR. HUTTON: Off the record.

16 (Discussion off the record.)

17 MR. HUTTON: Back on the record.

18 Q. Mr. Umans, this application before you, did  
19 you see a draft before it was filed with the FCC?

20 A. No.

21 Q. Turning to Exhibit 4 of the program service  
22 statement, I don't see any mention in there to



1 Hispanic programming. Do you know why there's no  
2 mention if that was the intention?

3 A. No.

4 Q. The engineering exhibit to the application  
5 indicates that it was prepared -- the engineering  
6 exhibit was prepared by Suffa & Cavell, Inc.,  
7 Consulting Engineers, were you involved in selecting  
8 that firm to prepare the engineering exhibit?

9 A. No.

10 Q. I would like to refer you to a document  
11 that has been introduced as Fickinger Exhibit 2 in a  
12 prior deposition. This is an April 30, 1999  
13 amendment to the Adams Communications Corporation  
14 application. Have you seen this amendment before?

15 A. I don't believe so.

16 Q. Was there ever a discussion between you and  
17 any other party as to the fact that the application  
18 was going to be amended?

19 A. Not that I can recall.

20 Q. Turning to Exhibit 3 in that amendment, the  
21 second paragraph indicates that the budget was  
22 increased from \$4.5 million to \$7 million. Do you

1 recall being involved in any discussions about that?

2 A. No.

3 Q. Do you remember ever being advised that the  
4 budget was being increased?

5 A. I don't recall.

6 Q. Do you know who would have been responsible  
7 for conducting that analysis?

8 A. I do not.

9 Q. Have you ever been involved in any  
10 discussions as to possible affiliation of the station  
11 with the Telemundo network?

12 A. No.

13 Q. Have you ever been involved in any  
14 discussions as to whether or not any other party had  
15 made an offer to Adams Communications to pay money  
16 for the dismissal of the Adams application?

17 A. No.

18 Q. Out of the hundreds of TV stations around  
19 the country, do you know why the station in Reading,  
20 Pennsylvania was selected as the subject of a  
21 competing application by Adams?

22 A. I believe what Mr. Gilbert indicated was

1 that there was an opportunity to make application for  
2 that specific station. Other than that, I don't know  
3 why out of the hundreds of stations that one was  
4 selected.

5 Q. You mentioned that you had previously been  
6 an owner with certain other principals of Adams in  
7 Monroe Communications. Was that an applicant for a  
8 FCC authorization for a television station in  
9 Chicago?

10 A. Yes.

11 Q. And approximately when was that application  
12 pending before the FCC?

13 A. I believe the date of the application,  
14 original application was -- goes back some 15 years.  
15 I don't know when the pending date was, if that's  
16 considered the pending date, but I think our  
17 application goes back that far.

18 Q. I'm sorry if I'm confusing you, I just  
19 meant the time span, from the time the application  
20 was filed until it was dismissed on behalf of  
21 Monroe.

22 A. We had discussed the fact that it took ten

1 years for that to occur, and it has now been more  
2 than four years, I think. I'm presuming that the  
3 original date that it was pending was initiated  
4 approximately 15 years ago.

5 Q. How did you come to be involved as an owner  
6 of Monroe Communications?

7 A. I was invited in as a participant by Howard  
8 Gilbert and Robert Haag because of our previous  
9 business and social connections.

10 Q. And what did they tell you was their reason  
11 for forming a group to file such an application?

12 A. Just said that it goes back 15 years, but  
13 to the best of my recollection, it was the  
14 opportunity to acquire a licensed operating TV  
15 station in the Chicago metropolitan area.

16 Q. Was there any discussion of the nature of  
17 the operation that was underway on that channel  
18 already?

19 A. Yes, there was.

20 Q. What was the nature of that discussion?

21 A. Again, I'll just have to paraphrase because  
22 we're going back many years, but the general

1 discussion was to the effect that the existing  
2 licensee at the time was not serving the public well  
3 and not conforming to what they ostensibly were  
4 obligated to do by the FCC and that it would be a  
5 worthwhile endeavor because of their poor performance  
6 serving the public, that the opportunity existed to  
7 apply and challenge their license renewal.

8 Q. Do you know if there were any -- well, let  
9 me back up.

10 Apart from the people that we have listed  
11 already as having participated in Monroe  
12 Communications, do you recall if there were any other  
13 people involved in that group?

14 A. There was a woman who was in the original  
15 group named Rothstein who was head of Cook County  
16 Hospital in Chicago now who has -- who had a 1  
17 percent interest as far as I can recall.

18 Q. Do you know if she was invited to be a part  
19 of Adams Communications?

20 A. To the best of my knowledge she was not.

21 Q. Do you have any understanding as to why  
22 not?

1           A.    I have no idea.

2           Q.    Anybody else in that situation?

3           A.    I think there was a woman, I can't recall  
4   her name.  Mavis, I'm sorry, I can't think of the  
5   last name.  I think there was another woman involved  
6   in the earlier -- in Monroe Communications.  She was  
7   a widow of a man that we were in the radio station  
8   business with.  That may have been the basis for her  
9   participation.

10          Q.    Do you know whether she was asked to be  
11   part of the Adams Communications?

12          A.    I don't know if she was asked.  Her last  
13   name is -- I now know it is Primack, P-r-i-m-a-c-k.

14          Q.    Is it Avis Primack?

15          A.    I believe so.

16          Q.    You don't know if she was asked to be  
17   involved in Adams?

18          A.    Frankly, I'm not even certain that she was  
19   in Monroe, but I believe that she was.  She may not  
20   have been even in that.

21          Q.    Do you recall the nature of programming  
22   proposed by Monroe Communications?

1           A.    I do not.

2           Q.    Do you recall which law firm represented  
3   Monroe Communications before the FCC?

4           A.    I believe it is the same firm that we are  
5   using now, I think Bechtel & Cole is in it. That may  
6   have been the second firm, but I don't know the  
7   name.

8           Q.    What was the outcome of that application?

9           A.    Ultimately I believe the application was --  
10   you know, I'm not certain. I was about to say I  
11   thought the application was granted to us, but I'm  
12   not sure. Technically the application was granted to  
13   us, I believe it was.

14          Q.    There was a settlement of that case, wasn't  
15   there?

16          A.    Yes.

17          Q.    And ultimately through the settlement, was  
18   the application of Monroe Communications dismissed at  
19   the request of the applicant?

20          A.    I believe so. I don't know what  
21   technically happened in the settlement, whether we  
22   simply sold the station back or dismissed the

1 application.

2 Q. I would like to refer you to a document  
3 that's been marked as Fickinger Exhibit 3 from a  
4 prior deposition and refer to paragraph 3 of that  
5 document, which is an order issued by the Federal  
6 Communications Commission on December 24th, 1992.  
7 Paragraph 3 states in part the parties now propose to  
8 settle this case. Under the terms of the settlement,  
9 Video 44's application would be renewed and Monroe  
10 would dismiss its application in return for payments  
11 totaling \$17,676,424 plus interest. Do you think  
12 that's an accurate summarization --

13 A. Yes.

14 Q. -- of what happened? Of that amount, you  
15 received -- I'm sorry, was it 10 percent?

16 A. I believe Monroe I had 7 percent.

17 Q. Seven percent. How was your percentage  
18 ownership in Monroe decided?

19 A. Arbitrary, it was divided appropriately  
20 among the group. It was my share at that time.

21 MR. HUTTON: I would like to have marked  
22 as Umans Exhibit 1 a copy of some correspondence



1     between yourself and Mr. Gilbert.

2                     (Document marked as Umans Deposition

3                     Exhibit No. 1 for identification.)

4             Q.     Do you recall this correspondence?

5             A.     Yes.

6             Q.     And what prompted you to write to  
7     Mr. Gilbert with respect to your percentage ownership  
8     interest?

9             A.     He had requested slightly less than my  
10    calculation, my 9 percent called for, and I wanted to  
11    make sure he wasn't reducing my share of the  
12    ownership.

13            Q.     The last page of that correspondence  
14    includes a chart showing your ownership interest as 9  
15    percent; do you recall where that chart came from?

16            A.     From my files.

17            Q.     And comparing this to the ownership chart  
18    contained in the application as originally filed, I  
19    believe the application as originally filed showed  
20    8.7 percent ownership on your part; is that correct?

21            A.     It does. I don't remember seeing this  
22    until today. It showed 8.7 percent. My files had

1 this other document in it that showed 9.

2 Q. Both charts show a reference to 75 shares.

3 Do you have a stock certificate for that stock  
4 interest?

5 A. I don't know. I don't think so.

6 Q. I'm referring now to the ownership chart in  
7 Fickinger Exhibit 2, which is the April 30, 1999  
8 amendment, that chart shows an 8.7 percent ownership  
9 interest; is that correct?

10 A. Yes.

11 Q. Do you think the materials filed with the  
12 FCC are correct or do you think the materials from  
13 your files are correct as to the percentage ownership  
14 interest?

15 A. I hope my files are correct.

16 Q. And the chart included in the April 30,  
17 1999 amendment showed that you own 150 shares of  
18 stock in the company. Do you have a stock  
19 certificate reflecting that?

20 A. No.

21 Q. Do you know how your ownership there went  
22 from 75 shares to 150 shares?

1           A.    I don't know that I ever recall the number  
2   of shares that I had.  I never knew the specific  
3   number of shares.  I just was aware of what I thought  
4   was my equity participation.

5           Q.    In response to your August 25th, 1999  
6   letter to Mr. Gilbert, did Mr. Gilbert contact you  
7   about the discrepancy?

8           A.    No, I don't recall any response to my  
9   letter.

10           MR. HUTTON:   I have nothing further.

11           MR. COLE:    I have nothing.

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1 UNITED STATES OF AMERICA )

2 ss:

3 STATE OF ILLINOIS )

4 I, RENEE E. BRASS, RPR, CSR, and Notary  
5 Public within and for the State of Illinois do hereby  
6 certify:

7 That the witness whose deposition is  
8 hereinbefore set forth, was duly sworn and that the  
9 within transcript is a true record of the testimony  
10 given by such witness.

11 I further certify that I am not related to  
12 any of the parties to this action by blood or  
13 marriage and that I am in no way interested in the  
14 outcome of this matter.

15 IN WITNESS WHEREOF, I have  
16 hereunto set my hand this 22nd day of October 1999.

17

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\_\_\_\_\_  
Renee E. Brass

21 My Commission Expires:

22 February 7, 2001

## **EXHIBIT E**

ORIGINAL

ORIGINAL  
RECEIVED  
FILED

OCT 28 1997

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

BEFORE THE

# Federal Communications Commission

In re Applications of )

HARRISCOPE OF CHICAGO, INC.  
et al., A Joint Venture d/b/a/  
VIDEO 44 )

MM DOCKET NO. 83-575  
File No. BRCT-820802J9

For Renewal of License of  
Station WSNS-TV, Channel 44  
Chicago, Illinois )

and )

MONROE COMMUNICATIONS  
CORPORATION )

MM DOCKET NO. 83-576  
File No. BPCT-821101KH

For a Construction Permit )

To: The Commission

JOINT REQUEST FOR APPROVAL OF SETTLEMENT AGREEMENT,  
DISMISSAL OF MONROE APPLICATION AND GRANT  
OF VIDEO 44 APPLICATION

Harriscop of Chicago, Inc., Essaness Theatres Corporation and National Subscription Television of Chicago, Inc., a Joint Venture d/b/a Video 44 ("Video 44"), and Monroe Communications Corporation ("Monroe"), by their respective counsel and pursuant to 47 U.S.C. § 311(d) and 47 C.F.R. § 73.3525, hereby move the Commission for approval of a settlement agreement between Video 44 and Monroe, a copy of which is contained in Attachment 1 hereto.

The instant comparative renewal proceeding arose out of Video 44's 1982 application for renewal of license of WSNS-TV, Channel

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Monroe. The first payment of \$11,666,667 (plus interest at 1% over prime from September 1, 1992) will be made ten days after the FCC's order dismissing Monroe's application has become final. The second payment of \$6,009,757 (plus interest on \$5,833,333 of this amount at 1% over prime from September 1, 1992) will be made within ten days after the Commission's order granting Video 44's license renewal application has become final. As set forth in the attached settlement agreement and in the declarations of Video 44 and Monroe supplied in Attachments 2 and 3 hereto, Monroe will not receive any consideration, other than the two described payments, in exchange for the dismissal of its application.<sup>4/</sup> As further set forth in the Attachment 3 declaration submitted by Monroe, Monroe's application in this proceeding was not filed for the purpose or with the intent of entering into a settlement agreement.

The attached settlement agreement provides for two separate payments to Monroe due to the fact that, in the Court of Appeals'

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4/ The Commission's current rules limiting the amount of the payments which may be made in exchange for the dismissal of an application which is mutually exclusive with a broadcast license renewal application are not applicable to this proceeding, because this proceeding was designated for hearing prior to the effective date of the new rules. See Policies and Rules Relating to Broadcast Renewal Applicants, 4 F.C.C. Rcd. 4780, 4788 (1989) (¶ 59), recon. denied, 5 F.C.C. Rcd. 3902 (1990). There is thus no substantive limitation on the amount of the settlement payment which Monroe may receive in exchange for the dismissal of its application in this proceeding. The contemplated settlement payments by Video 44 to Monroe are therefore in full accord with Commission rules and policy. For this reason, no demonstration is being submitted, or is required, relating to Monroe's substantial expenditures in prosecuting its application throughout the extended past history of this proceeding.

1990 remand in this case, the Court directed the Commission, inter alia, to reconsider its prior disposition of certain obscene programming allegations directed against Video 44.<sup>5/</sup> The Commission's post-remand decision did not resolve this aspect of the Court's remand, but rather found, for other reasons, that Video 44 had not earned a renewal expectancy and that Monroe's application should therefore be granted on comparative grounds.<sup>6/</sup> Because the requested dismissal of Monroe's application will eliminate all comparative issues in the case, including the renewal expectancy issue, the only remaining precondition to an immediate grant of Video 44's application would be a Commission finding that Video 44 is basically qualified to receive a grant. Although Video 44 does not understand the Court of Appeals to have ruled that the programming allegations referred to in its prior remand may have pertinence to Video 44's basic (as opposed to its comparative renewal expectancy) qualifications, it would appear necessary (or at least prudent) for the Commission now to determine that those allegations do not in fact raise any substantial or material question regarding Video 44's basic qualifications. Video 44 has, of course, been found to be basically qualified at every prior stage of this case, and it believes that any lingering question as to its basic qualifications which may have resulted from the

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5/ See Monroe Communications Corp. v. FCC, 900 F.2d 351, 356-59 (D.C. Cir. 1990).

6/ Video 44, 5 F.C.C. Rcd. 6383, 6385 (1990), recon. denied, 6 F.C.C. Rcd. 4948 (1991).



Court's 1990 remand can be promptly and easily resolved, based on the existing record. Video 44 is therefore submitting, contemporaneously with this Petition, a motion requesting prompt resolution of any such questions and the grant of Video 44's renewal application.

Approval of the instant settlement agreement will clearly serve the public interest. This protracted comparative renewal case has been pending for more than a decade, and has been in active litigation for virtually all of that time. Grant of the proposed settlement will terminate this protracted litigation, will conserve the resources of the Commission and the parties, and will bring to an end the prolonged uncertainty which has surrounded the status of Channel 44 in Chicago for the past ten years. The unusual issues which have driven this unique comparative renewal proceeding derive largely from Video 44's operation of WSNS-TV in the subscription television format a decade or more ago. That format has long since disappeared nationwide. Video 44 has been operating Channel 44 with an entirely different format -- a conventional, "free" Spanish language television format -- for the past seven years. Video 44's operations in its current Spanish-language format have been the subject of extensive praise from a broad cross-section of the Chicago area Hispanic community and from numerous local civic leaders and groups, including the Chicago City Council, the City's Mayor, the Governor of Illinois, and many